

Southern Pacific Transportation Company

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ATTORNEYS

August 1, 1979

RECORDATION NO. *6532 E* Filed 1425

AUG 8 1979 - 2 35 PM

INTERSTATE COMMERCE COMMISSION

No.

Date **AUG 8 1979**

Fee \$ *10⁰⁰*

ICC Washington, D. C.

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

Dear Mr. Homme:

Enclosed herewith, for recording pursuant to Section 11303 of the Interstate Commerce Act, are four counterparts of Third Supplement to Agreement F, dated as of April 1, 1979, together with this Company's voucher in the amount of \$10 in payment of the recording fee. Please assign this document a recordation number sequential to that given the Railroad Equipment Leasing Agreement noted below under "Prior Recordations."

The following information is set forth in accordance with the Commission's regulations, 49 C.F.R. Part 1116:

Parties to the Transaction:

Lessee: Evergreen Freight Car Corporation
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Assignee and Substituted Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment:

Box cars; AAR Mechanical Designation RB, formerly lettered EFCX and numbered within the series 3901 through 4400, both inclusive, relettered SP and renumbered as set forth therein.

Mr. H. G. Homme, Jr.
Page Two

Prior Recordations:

Railroad Equipment Leasing Agreement dated as of February 17, 1972, between The Commonwealth Plan, lessor, and Evergreen Freight Car Corporation, lessee, and Assignment dated as of February 23, 1972, from The Commonwealth Plan, Inc., to the First National Bank of Boston, both recorded March 20, 1972, at 10:50 AM, and assigned Recordation No. 6532.

6532-A: Agreement F dated as of July 1, 1978, recorded December 28, 1978;

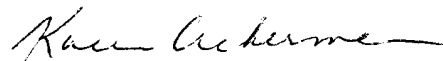
6532-B: Confirmatory Assignment and Assignment, recorded December 28, 1978;

6532-C: Supplement to Agreement F, recorded January 22, 1979; and

6532-A: Second Supplement to Agreement F, recorded February 26, 1979.

When recording of the Third Supplement has been completed, please return two counterparts of the document with evidence of recording endorsed thereon, to me.

Very truly yours,



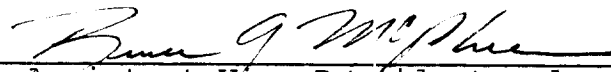
Enclosures

THIRD
SUPPLEMENT TO AGREEMENT FAUG 8 1979 - 2 35 PM
INTERSTATE COMMERCE COMMISSION


SUPPLEMENT, dated as of April 1, 1979, to Agreement F dated as of July 1, 1978, by and among THE COMMONWEALTH PLAN, INC. ("COMMONWEALTH"), EVERGREEN FREIGHT CAR CORPORATION ("EFCC") and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SPT"). During the calendar quarter ending March 31, 1979, SPT accepted delivery from EFCC of sixty-nine (69) of the box cars which are the subject of said Agreement. Each of said 69 box cars is identified by its former car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement F, SPT's rights and obligations under said Agreement F with respect to each of said 69 box cars commenced on the date indicated on said schedule for such box car.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By



Assistant Vice President and
Treasurer

Attest:

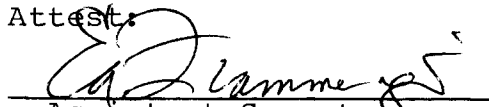

Senior Assistant
Secretary

EVERGREEN FREIGHT CAR CORPORATION

By


President and Treasurer

Attest:


Assistant Secretary

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT F

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX 3928	SP 292638	February 1979	EFCX 4265	SP 292962	February 1979	EFCX 4212	SP 292909	March 1979		
3932	292641	"	4280	292977	"	4251	292948	"		
3945	292654	"	4294	292991	"	4255	292952	"		
3962	292671	"	4322	293019	"	4333	293030	"		
3964	292673	"	4337	293034	"	4349	293046	"		
4012	292719	"	4353	293050	"	4380	293076	"		
4018	292725	"	4359	293056	"	4384	293080	"		
4029	292735	"	4364	293061	"	4390	293086	"		
4056	292762	"	4379	293075	"	3918	292628	April 1979		
4087	292793	"	4396	293092	"	3991	292699	"		
4097	292803	"	4398	293094	"	4033	292739	"		
4111	292814	"	3917	292627	March 1979	4128	292830	"		
4115	292818	"	3920	292630	"	4195	292892	"		
4123	292825	"	3926	292636	"	4202	292899	"		
4127	292829	"	3982	292690	"	4208	292905	"		
4150	292848	"	4014	292721	"	4239	292936	"		
4175	292873	"	4049	292755	"	4253	292950	"		
4184	292881	"	4063	292769	"	4300	292997	"		
4201	292898	"	4069	292775	"	4302	292999	"		
4209	292906	"	4076	292782	"	4323	293020	"		
4210	292907	"	4100	292806	"	4334	293031	"		
4236	292933	"	4148	292846	"	4393	293089	"		
4246	292943	"	4194	292891	"	4395	293091	"		

Total Units = 69

STATE OF CALIFORNIA

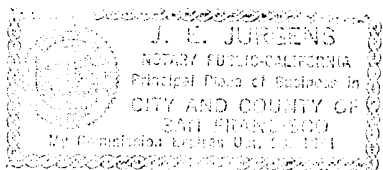
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) ss.

COUNTY OF SAN FRANCISCO

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On the 6th day of August, 1979, personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J. E. Jurgens
Notary Public

STATE OF CALIFORNIA

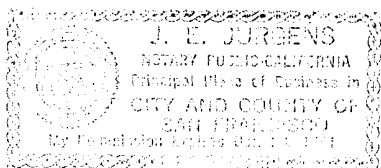
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) ss.

COUNTY OF SAN FRANCISCO

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On the 6th day of August, 1979, personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is the President of Evergreen Freight Car Company, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J. E. Jurgens
Notary Public